

RECORDATION NO. 25434 FILED

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FEB 03 '05 12-01 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
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OF COUNSEL
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February 3, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of January 5, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Seller: Rail Trusts Equipment, Inc.
1661 Beach Boulevard
Jacksonville, Florida 32250

Buyer: Gershow Recycling Corporation
71 Peconic Avenue
Medford, New York 11763

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A description of the railroad equipment covered by the enclosed document
is:

12 railcars within the series DLRX 199653 - DLRX 199868 as more
particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$32.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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EXHIBIT A

FEB 03 '05 12-01 PM

Bill of Sale

SURFACE TRANSPORTATION BOARD

IN CONSIDERATION of the receipt of the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, Rail Trusts Equipment, Inc., a Florida corporation with an address at 1661 Beach Blvd, Jacksonville Beach, Florida 32250 ("Seller"), does hereby sell, assign, transfer and convey absolutely to Gershow Recycling Corporation ("Buyer"), all right, title, and interest in and to the railway rolling stock more specifically described on Schedule 1 attached hereto and made a part hereof (the "Railcars"), and all appurtenant rights relating thereto. The Railcars are sold pursuant to the terms of a Purchase and Sale Agreement dated as of January 5, 2005 (the "Agreement"). Reference is made to the Agreement for all terms and conditions regarding the sale of the Railcars. THE RAILCARS SHALL BE SOLD TO BUYER BY SELLER ON AN "ASIS, WHEREIS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE QUALITY, CONTENT, CONDITION OF THE RAILCARS, INCLUDING THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OR USE OF THE EQUIPMENT AND NO WARRANTIES AGAINST PATENT INFRINGEMENT OR THE LIKE; IT BEING AGREED THAT ALL SUCH RISKS ARE TO BE BORNE BY THE BUYER AND THAT SELLER SHALL IN NO EVENT BE RESPONSIBLE FOR ANY DIRECT, INCIDENTAL, OR CONSEQUENTIAL DAMAGES (INCLUDING STRICT LIABILITY IN TORT). Seller warrants that upon payment of the purchase price and receipt of this Bill of Sale, Buyer shall receive good and valuable title to the Railcars free and clear of all claims, liens and encumbrances of any kind, except for current taxes, which may be due and payable, but not yet delinquent.

Dated this 5th day of January, 2005

Rail Trusts Equipment, Inc.

By: 

Gil Gibbs, Vice President

STATE OF FLORIDA)
COUNTY OF DUVAL) SS:

On this 19th day of January, 2005, before me personally appeared Gil Gibbs, to be personally known, who, being by me duly sworn, says that he is Vice President of Rail Trusts Equipment, Inc., and that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said corporation.

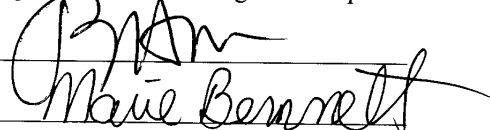

Notary Public



Kenneth G Seisburg
My Commission DD026198
Expires June 22, 2005

Witness:

Signed and acknowledged in the presence of:


Marie Bennett

SCHEDULE 1

	Initial	Number
1	DLRX	199653
2	DLRX	199665
3	DLRX	199666
4	DLRX	199672
5	DLRX	199717
6	DLRX	199748
7	DLRX	199750
8	DLRX	199777
9	DLRX	199780
10	DLRX	199782
11	DLRX	199804
12	DLRX	199868